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100 North Charles Street
Baltimore, MD 21201
(301) 237-4605

CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

April 24, 1991

14853-A
RECORDATION NO. 14853

APR 29 1991 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2215
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Attention: Recordation Unit
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four counterparts of a secondary document, not previously recorded, entitled Release and Satisfaction and Bill of Sale dated as of April 15, 1991.

The parties to the enclosed agreement are:

Mercantile-Safe Deposit and Trust Company
(Lessor, Vendor)
Corporate Trust Department
P. O. Box 2258
Baltimore, MD 21203

CSX Transportation, Inc. (Vendee), Successor
by merger to Seaboard System Railroad, Inc.
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, releases all equipment under that certain Equipment Trust Agreement No. 8 dated as of October 1, 1985 between Lessor, Vendor and Seaboard System Railroad, Inc., recorded with the Interstate Commerce Commission on November 26, 1985 under Recordation No. 14853.

The units of equipment covered by the enclosed document are all units identified in the Equipment Trust Agreement. A short summary of the document to appear in the ICC Index is as follows:

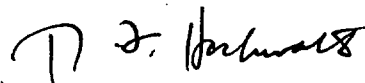
"Full and Complete Release."

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Sidney L. Strickland, Jr., Secretary
April 24, 1991

Enclosed is a check in the amount of \$15.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "S. L. Strickland, Jr.", written in a cursive style.

RFH/kpl

Enclosures

RECORDED BY 14853-A
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INTERSTATE COMMERCE COMMISSION

Counterpart No. 2
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

Seaboard System Railroad Equipment Trust No. 8

Dated as of October 1, 1985

KNOW ALL MEN BY THESE PRESENTS that Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of October 1, 1985 between Mercantile-Safe Deposit and Trust Company, Trustee, and Seaboard System Railroad, said Agreement establishing Seaboard System Railroad Equipment Trust No. 8, hereby certifies that all of the \$5,085,000 principal amount of Equipment Trust certificates and dividend warrants appertaining thereto issued under said Equipment Trust have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Mercantile-Safe Deposit and Trust Company does hereby declare said Equipment Trust Agreement dated as of October 1, 1985, to be satisfied and canceled and does consent that the same be discharged of record, and further Mercantile-Safe Deposit and Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX TRANSPORTATION, INC. (Successor by merger to Seaboard System Railroad) all of its right, title and interest in and to all of the railroad equipment of every character included

in the Equipment Trust Agreement dated as of october 1, 1985 and now held by Mercantile-Safe Deposit and Trust Company.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company has caused these presents to be executed in its name by its Vice President thereunto duly authorized and its corporate seal to be hereunto affixed and attested by one of its Corporate Trust Officer as of this 15th day of April, 1991.

ATTEST:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

Robert D. Brown

[Signature]

STATE OF MARYLAND)
) SS.
CITY OF BALTIMORE)

On this 15th day of April, 1991, before me personally appeared John M. Mitchell to me known, who, being by me duly sworn, says that he is VICE PRESIDENT of Mercantile-Safe Deposit and Trust Company, that the corporate seal affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michael R. Pappas
Notary Public

My Commission Expires: OCT 22 1994